
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) **September 8, 2015**



U.S. AUTO PARTS NETWORK, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33264
(Commission
File Number)

68-0623433
(IRS Employer
Identification No.)

16941 Keegan Avenue, Carson, CA 90746
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **(310) 735-0085**

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01. Regulation FD Disclosure.

On September 9-10, 2015, at the 4th Annual Liolios Gateway Conference in San Francisco, California, and on September 16-17, 2015, at the Inaugural B. Riley & Co. Consumer Conference, U.S. Auto Parts Network, Inc. (the "Company") will be speaking and meeting with certain analysts, investors and others in one-on-one meetings regarding the Company. The information to be disclosed during these meetings is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits. The following exhibit is filed with this Current Report on Form 8-K:

Exhibit No.	Description
99.1	Presentation of U.S. Auto Parts Network, Inc.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: September 8, 2015

U.S. AUTO PARTS NETWORK, INC.

By: /s/ SHANE EVANGELIST

Name: Shane Evangelist

Title: Chief Executive Officer

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This presentation contains "forward-looking" statements, within the meaning of the federal securities laws, that are based on our management's beliefs and assumptions and on information currently available to management. Forward-looking statements include information concerning our possible or assumed future results of operations, business strategies, financing plans, competitive position, industry environment, potential growth opportunities, potential market opportunities and the effects of competition.

Forward-looking statements include all statements that are not historical facts and can be identified by terms such as "anticipates," "believes," "could," "seeks," "estimates," "intends," "may," "plans," "potential," "predicts," "projects," "should," "will," "would" or similar expressions and the negatives of those terms. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Forward-looking statements represent our management's beliefs and assumptions only as of the date of this presentation. These statements do not guarantee future performance and speak only as of the date hereof, and qualify for the safe harbor provided by Section 21E of the Securities Exchange Act of 1934, as amended, and Section 27A of the Securities Act of 1933. We refer all of you to the disclosures contained in the U.S. Auto Parts Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K filed with the Securities and Exchange Commission, including the risk factors set forth therein, for more detailed discussion on the factors that can cause actual results to differ materially from those projected in any forward-looking statements. Except as required by law, we assume no obligation to update these forward-looking statements publicly, or to update the reasons actual results could differ materially from those anticipated in the forward-looking statements, even if new information becomes available in the future.

This presentation includes certain non-GAAP financial measures as defined by SEC rules. We have provided a reconciliation of those measures to the most directly comparable GAAP measures in the Appendix to this presentation.

- **US Auto Parts** is the largest pure-play internet retailer of aftermarket auto parts
- **We operate online sites, marketplaces and wholesale channels** focused on the do-it-yourself (DIY) customer
- **Offer over 1 million SKUs** of high quality private label and branded products
- **Reach approximately 10 million online customers** per month through well-established brands (*JC Whitney 100-Year Anniversary*)

*A Value Leader in
Aftermarket Auto Parts*



AUTO PARTS
WAREHOUSE

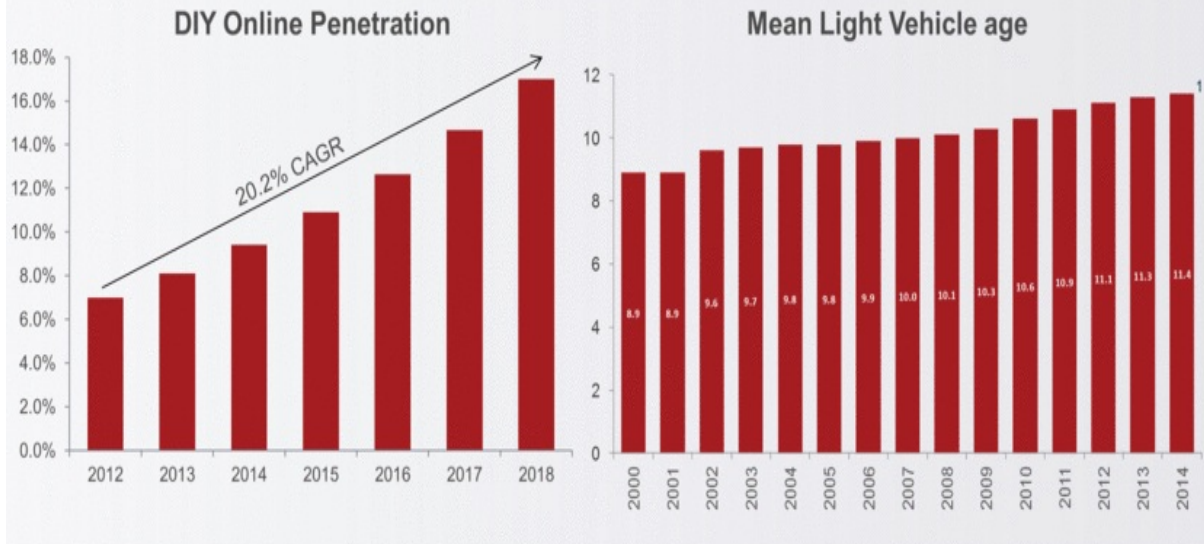


Online Market is Vibrant & Growing



Online DIY to reach 17% of total DIY market by 2018

Average Age of Light Vehicles on the Road Continues to Increase



Source: Booz & Co.

Source: R.L. Polk and BB&TCM

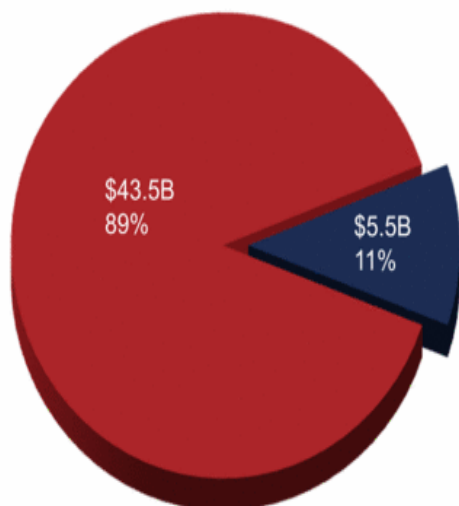
¹ 2014 is estimated by IHS

Do it Yourself (DIY) Market Size



At Only 11% of Total DIY Auto Parts Sales, Online DIY Sales Represents a Strong Growth Opportunity

\$49B Total DIY Market¹



Company	2014 Est. Rev ² (in million)	% of total
Marketplaces		
eBay Motors	\$2,560	46.1%
Amazon	\$720	13.0%
Sub Total	\$3,280	59.1%
Wholesale Online		
Tire Rack (online)	\$530	9.6%
Other Tire Companies	\$230	4.1%
Sub Total	\$760	13.7%
Pure Play		
US Auto Parts	\$280	5.0%
Rock Auto	\$260	4.7%
Summit	\$200	3.6%
Auto Anything (AutoZone)	\$140	2.5%
JEGS	\$80	1.4%
CarID	\$70	1.3%
All Other Pure Play	\$180	3.2%
Sub Total	\$1,210	21.8%
Brick & Mortar Retailers³		
AutoZone (w/o AA) ⁴	\$140	2.5%
Advance	\$90	1.6%
Pep	\$40	0.7%
O'Reilly	\$20	0.4%
NAPA	\$10	0.2%
Sub Total	\$300	5.4%
Total	\$5,550	100.0%

¹ Digital Auto Care fact book estimates

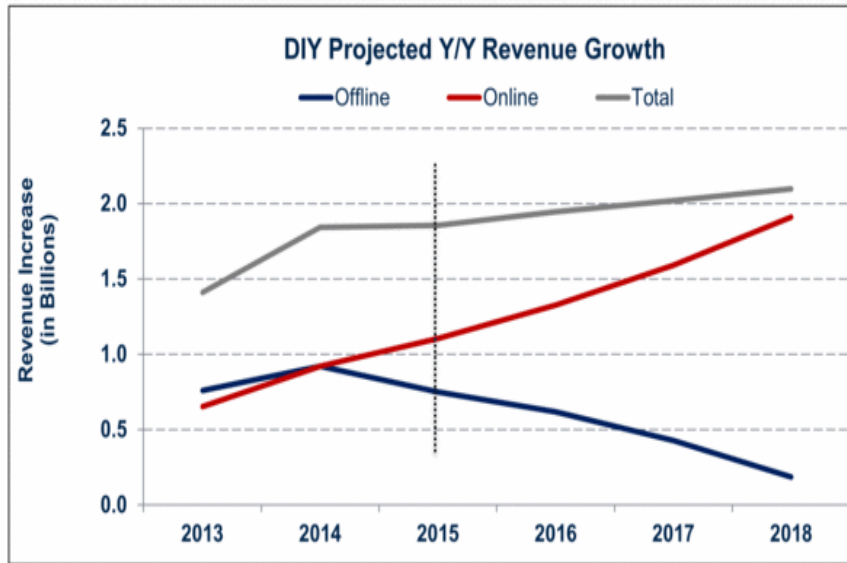
² Estimates by US Auto Parts where amounts are not publicly reported

³ Only includes estimated mail delivered business – does not include store pick ups

⁴ Excludes AutoAnything which is wholly owned by AutoZone

Do it Yourself (DIY) Projections

Industry Growth to be Driven by Online Sales



	DIY Projected Revenue (in Billions)					
Offline	\$42.6	\$43.5	\$44.2	\$44.8	\$45.3	\$45.5
Online*	4.6	5.5	6.6	8.0	9.5	11.5
Total**	\$47.2	\$49.0	\$50.8	\$52.8	\$54.8	\$57.0
% Online	9.8%	11.3%	13.0%	15.1%	17.4%	20.1%

* Projections for online industry based upon estimates of Company management derived from Booz and Co. data

**Projections obtained from 2015 Digital Auto Care fact book

- ☑ Improving Financial Performance
- ☑ Large and Growing Online Market
- ☑ Expansive Customer Reach
- ☑ Significant Private Label Offering
- ☑ Experienced Leadership Team

US Auto Parts has Dominant Reach



Competitor sites' traffic based on Compete June 2015 reports

Broad Auto Parts Product Offering



US Auto Parts has one of the largest product offerings – over 1 million products across collision parts, engine parts, and performance & accessories

Collision Parts

Lamps 	Mirrors 	Bumpers 
Hoods 	Tailgates 	Doors 
Grills 	Wheels 	Window Regulators 

Approximate Revenue

50%

Engine Parts

Brake_Discs 	Catalytic Converters 	Radiators 
Headers 	Oxygen Sensors 	Alternators 
Exhaust 	Driveshaft 	Fuel Injection / Delivery 

25%

Performance & Accessories

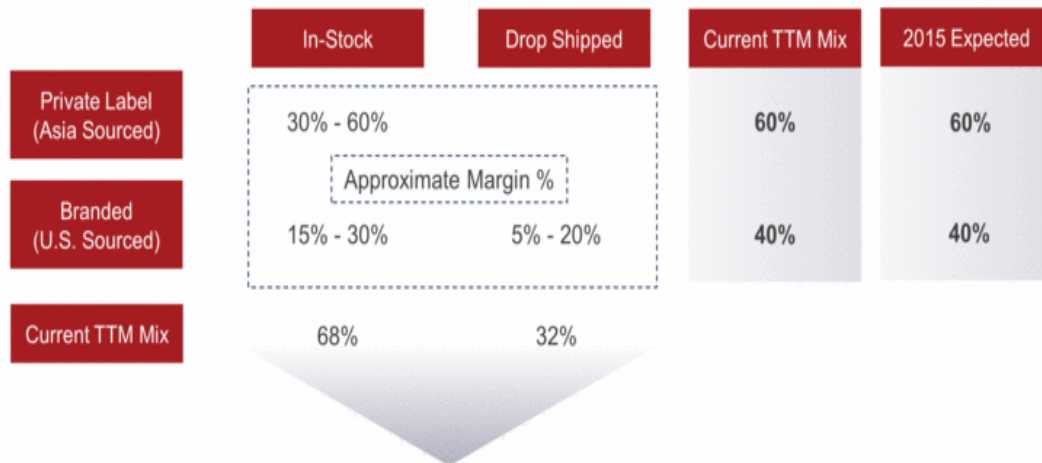
Seat Covers 	Car Covers 	Floor Mats / Carpeting 
Cold Air Intakes 	Vent Visors 	Tonneau Covers 
Nerf Bars 	Bug Shields 	Car Bras 

25%

Supply Chain Creates Pricing Advantage **USAUTOPARTS**

USAP's ability to competitively price products while maintaining healthy margins is a function of leveraging its robust private label supply chain:

- Currently over 45,000 Private Label Products.
- Expected to add 5,000 – 7,000 Private Label SKUs this year
- The Company sources product directly from over 200+ factories in Asia

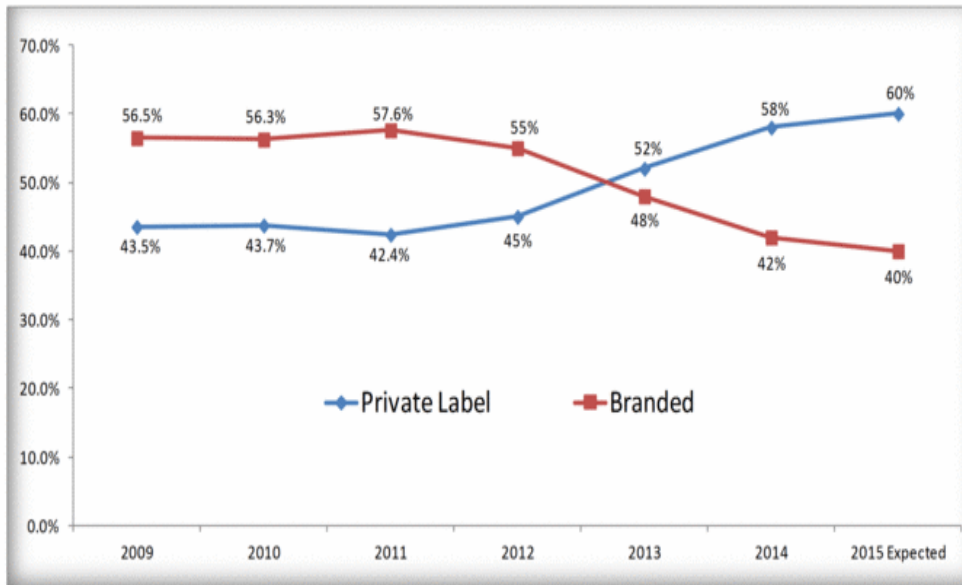


The Breadth of our Private Label Products Provides Significant Competitive Advantage

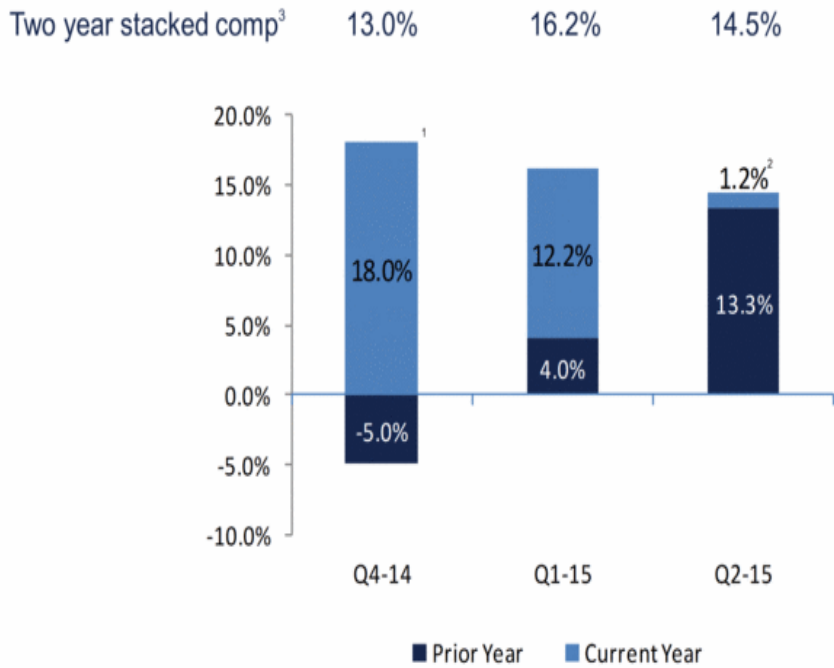
Product Sales Mix



US Auto Parts has transitioned to a higher mix of Private Label products to be a low cost value leader with high quality products in the marketplace



3 Consecutive Quarters of Double Digit Comps on a two year stack basis

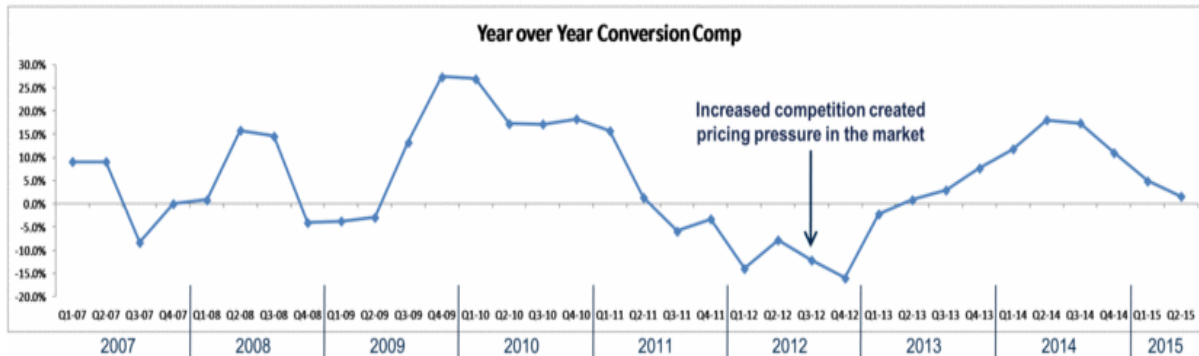


¹ Includes an extra week – would have been 12% on a normalized basis

² Comp based on our new same "store" comp policy and excludes channel segments that are no longer operating

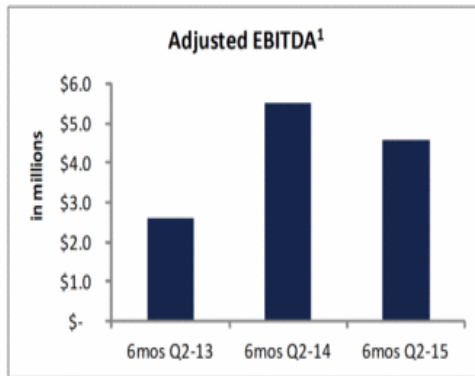
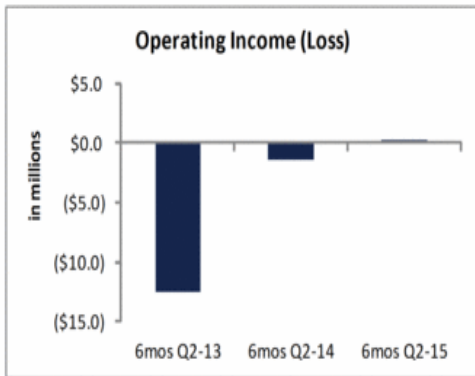
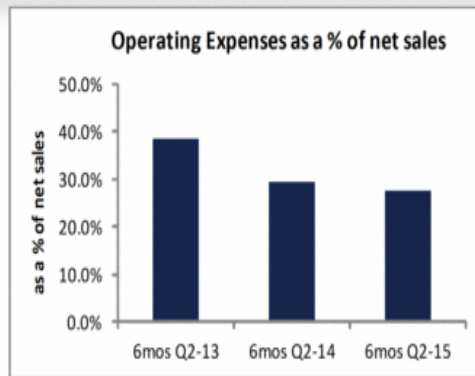
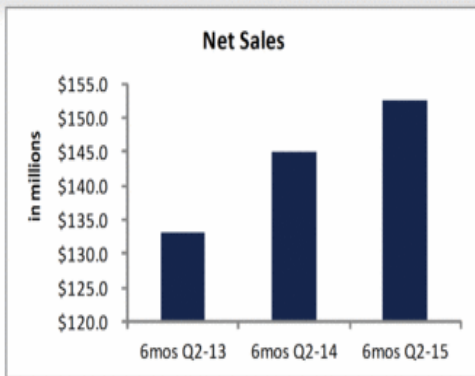
³Two-year stacked basis" is computed by adding the sales growth of the period referenced and that of the same fiscal period ended twelve months prior

Traffic & Conversion Growth



Q2 YTD Financial Performance

(excluding AutoMD beginning in Q4-14)



1. Non-GAAP financial measure EBITDA consists of net income before (a) interest expense, net; (b) income tax provisions; (c) amortization of intangible assets; (d) depreciation and amortization. Adjusted EBITDA excludes Stock based compensation of \$0.7M, \$1.0M and \$1.1M for 6 months Q2-13, 6 months Q2-14 and Q2-15 YTD, respectively and restructuring costs and other one time charges of \$0.7M and \$1.1 for 6 months Q2-13 and 6 months Q2-14, respectively.

Incremental Flow Thru

	Private Label	Branded	Total
Revenue	100%	100%	100%
Gross Margins	<u>34% - 36%</u>	<u>19 - 21%</u>	<u>28% - 30%</u>
Variable OPEX Costs	16%	11%	15%
Fixed Cost	<u>0%</u>	<u>0%</u>	<u>0%</u>
Incremental Flow Thru	18% - 20%	8% - 10%	13% - 15%

The 2015 Strategy is to Increase Customer Life Time Value



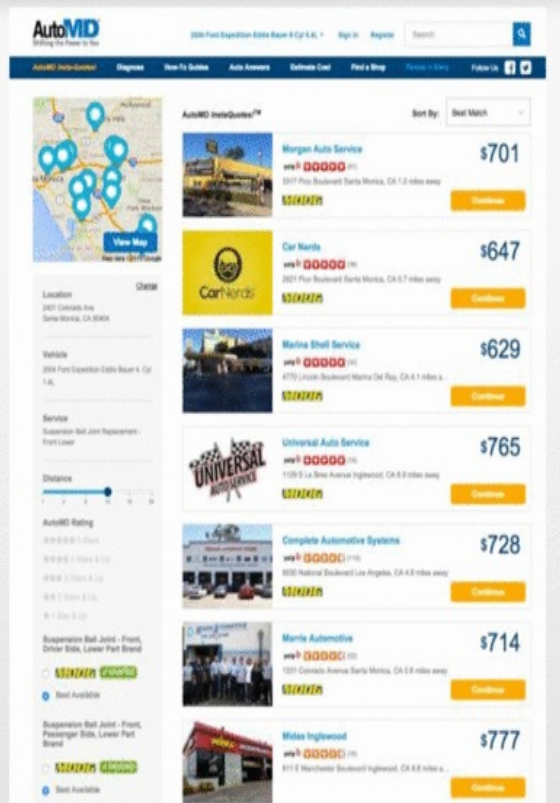
We believe increased customer LTV will result in a greater mix of traffic from both direct-to-website and paid channels, resulting in less dependence and impact from organic search

Overview

- Repair lead generation site addresses the DIFM market

Recent Strategic Investment

- \$12.5M pre-money valuation
- Raised \$7.0M in capital
 - Fed Mogul: \$3.0M
 - Cox Automotive: \$2.0M
 - Insiders: \$2.0M
- Post-funding valuation of \$19.5M
 - USAP controls 64% of business
- Currently ~2,800 shops on the program
- 2015 Goal = 3,250 – 4,500.



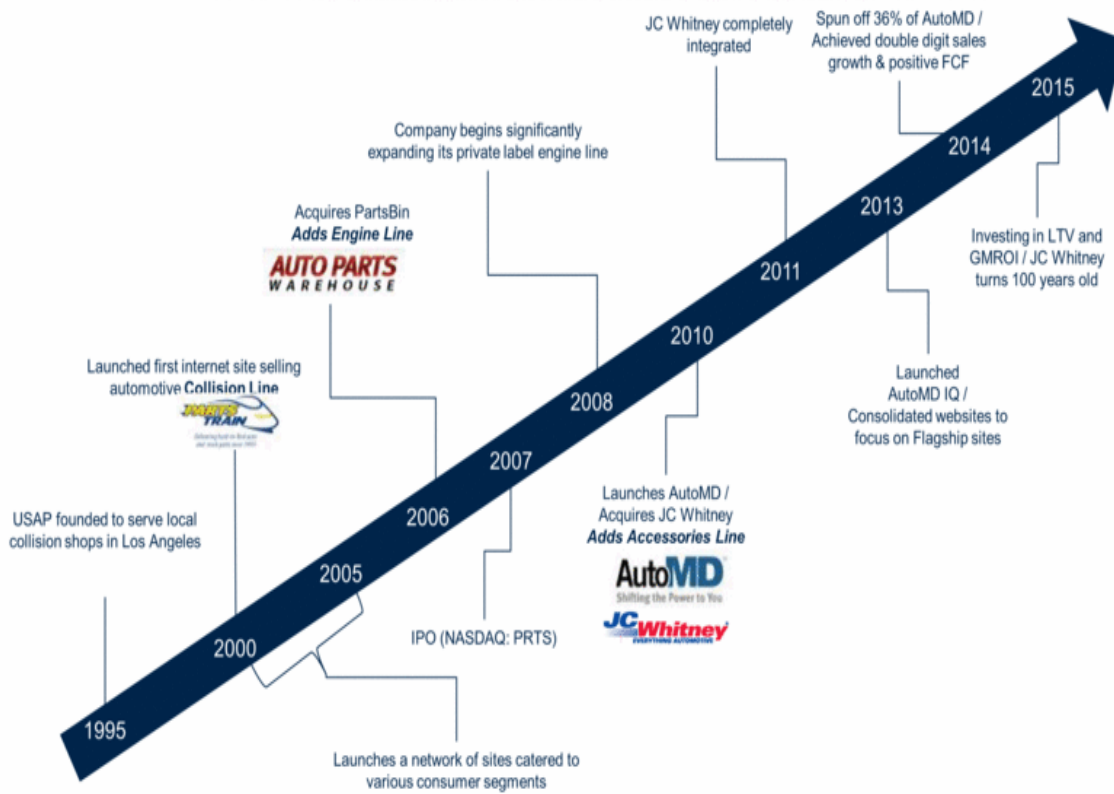
- US Auto Parts
 - ✓ A leading e-Commerce company
 - ✓ Growing with positive FCF
 - ✓ \$5B industry expected to double in next 5-7 years

- Two significant competitive advantages
 - ✓ Our customer reach is approximately 10 million visitors monthly
 - ✓ Our supply chain sources over 45,000 Private Label products

- Experienced management team with a mix of e-commerce and automotive expertise

APPENDIX

Company History



Shane Evangelist - Chief Executive Officer since October 2007

- Over 10 years experience leading internet businesses
- Senior Vice President and General Manager of Blockbuster Online
- Vice President of Strategic Planning for Blockbuster Inc.
- B.A. degree in Business Administration from the University of New Mexico and a M.B.A. from Southern Methodist University

Neil Watanabe - Chief Financial Officer since March 2015

- Over 30 years of finance, accounting & retail experience in both private & public companies
- Chief Operating Officer of National Stores
- EVP & Chief Financial Officer – Anna Linens
- EVP & Chief Financial Officer – Pet Smart
- EVP & Chief Financial Officer – Elizabeth Arden Red Door Spas
- B.A. degree in Social Sciences from the University of California, Los Angeles and CPA certification in Illinois

Aaron E. Coleman - Chief Operating Officer since September 2010

- Former Executive Vice President of Operations and CIO from April 2008 - September 2010
- Over 18 years of e-commerce experience
- Senior Vice President – Online Systems at Blockbuster Inc.
- Multiple positions with internet and technology companies including American Airlines, Travelweb (Priceline), Baan
- B.A. degree in Business Administration from Gonzaga University

Charles Fischer - Senior Vice President of Global Procurement since May 2008

- Over 30 years of global sourcing experience
- Vice President, Supply Chain Management for Keystone Automotive Industries
- Director, Business Development for Modern Engineering
- Multiple leadership positions with multiple companies in the automotive aftermarket industry

Financial Sensitivity



Our business model has significant cost leverage as revenues grow

	FY-14	0%	5%	10%	15%	20%
Revenue	\$284	\$284	\$298	\$312	\$327	\$341
Gross Margin %	27.7%	28.0% – 30.0%	28.0% – 30.0%	28.0% – 30.0%	28.0% – 30.0%	28.0% – 30.0%
Variable:						
Fulfillment	3.5%	3.5%	3.5%	3.5%	3.5%	3.5%
Marketing	9.1%	9.3%	9.3%	9.3%	9.3%	9.3%
Technology	0.6%	0.6%	0.6%	0.6%	0.6%	0.6%
G&A	1.7%	1.7%	1.7%	1.7%	1.7%	1.7%
Total Variable	14.9%	15.1%	15.1%	15.1%	15.1%	15.1%
Fixed:						
Fulfillment	2.5%	2.1%	2.0%	1.9%	1.9%	1.8%
Marketing	3.8%	4.0%	3.8%	3.6%	3.5%	3.3%
Technology	1.1%	1.1%	1.1%	1.0%	1.0%	0.9%
G&A	3.2%	3.5%	3.3%	3.1%	3.0%	2.9%
Total Fixed	10.6%	10.7%	10.2%	9.7%	9.3%	8.9%
Add backs	0.7%	0.0%	0.0%	0.0%	0.0%	0.0%
Adjusted EBITDA %	2.8%	2.2% – 4.2%	2.7% – 4.7%	3.2% – 5.2%	3.6% – 5.6%	4.0% – 6.0%
Adjusted EBITDA \$	\$8	\$6 – \$12	\$8 – \$14	\$10 – \$16	\$12 – \$18	\$14 – \$21

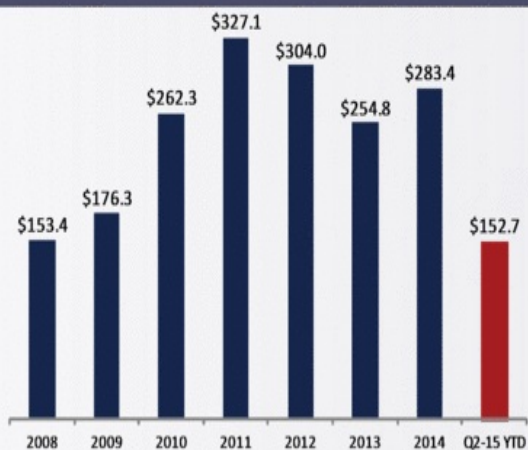
1. Excludes stock based compensation, depreciation and amortization
2. For every incremental year required to achieve growth levels, fixed expenses increase \$1.0M or 3%

Sales & Adjusted EBITDA¹



Consolidated Sales²

(\$ In Millions)



Consolidated Adjusted EBITDA³

(\$ In Millions)



Adj. EBITDA Margin

1. Excludes AMD starting in Q4-14 which is funded through capital raised

2. JC Whitney was acquired in Aug 2010 adding revenue of \$39.1M in 2010 and \$83.4M in 2011. Amounts not separately disclosed after 2011.

3. Non-GAAP financial measure EBITDA consists of net income before (a) interest expense, net; (b) income tax provisions; (c) amortization of intangible assets; (d) depreciation and amortization. Adjusted EBITDA excludes Stock based compensation of \$2.9M, \$3.3M, \$2.7M, \$2.6M, \$1.7M, \$1.3M, \$2.4M and \$1.1M in 2008, 2009, 2010, 2011, 2012, 2013, 2014 and Q2-15 YTD, respectively and restructuring costs and other one time charges of \$23.4M, \$0.4M, \$5.8M, \$12.9M, \$27.5M, \$6.8M, and \$2.0 in 2008, 2009, 2010, 2011, 2012, 2013, and 2014 respectively.

- Total revenue \$152.7M Q2-15 YTD
- Comp sales up 7.7% for Q2-15 YTD
- Sales up 5.4% for Q2-15 YTD
- Adjusted EBITDA excluding AutoMD was \$4.6M Q2-15 YTD¹
- Inventory at \$45.2M as of Q2-15 vs. \$35.2 the prior year
- Debt declining in Q2 over Q1 \$1.5M

¹Non-GAAP financial measure EBITDA consists of net income before (a) interest expense, net; (b) income tax provisions; (c) amortization of intangible assets; (d) depreciation and amortization. Adjusted EBITDA excludes Stock based compensation \$1.1M for Q2-15 YTD